

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i>¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
)	Hearing Date: November 24, 2008 at 1:00 p.m. (EST)
)	Re: Docket Nos. 19581, 19620, 19988, 19989, 19990
)	Agenda Nos. 12, 13

**CERTIFICATION OF COUNSEL REGARDING FURTHER AMENDMENTS TO
DISCLOSURE STATEMENT, PLAN OF REORGANIZATION, SOLICITATION
MATERIALS AND CERTAIN EXHIBITS**

The Debtors hereby file the attached documents which further amend the Disclosure Statement and Plan of Reorganization, filed with the Court as Exhibits A and B on November 10, 2008 to Docket No 19988, certain solicitation materials, filed on November 10, 2008 at Docket No. 19990 and certain exhibits to the Disclosure Statement, filed on November 10, 2008 at

1 The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace 11, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal 11, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Docket No. 19989. The Disclosure Statement, Plan, solicitation materials and exhibits filed herewith are in black-line form, compared against the versions filed on November 10, 2008.

1. The amended documents filed herewith address the objections and comments received from parties in interest before and following the hearing of November 14, 2008.

2. The significant sections² of the documents that have been amended and the objecting parties are as follows:

Document Revised	Section Revised	Objecting Party
Disclosure Statement	1.2.1. (Class 6)	Bank of America/Tempo/Morgan Stanley
Disclosure Statement	1.2.1. (Class 9)	Unsecured Creditors' Committee
Disclosure Statement	2.10.2.2.	Royal Indemnity n/k/a Arrowood Indemnity
Disclosure Statement	3.2.5.2.	Bank of America, Scotts, BNSF, MCC, Montana and other insurers
Disclosure Statement	3.2.8.2.	Scotts, MCC
Disclosure Statement	4.3.1.9.	Unsecured Creditors Committee
Disclosure Statement	4.7.2.2.	Royal Insurance
Disclosure Statement	4.8.4.1.1.	Scotts
Plan	7.4.1	Unsecured Creditors Committee
Plan	8.2.1	Libby Claimants
Plan	7.8(s)	Various parties
Plan	8.8.3	Fresenius
Voting Procedures and Indirect PI Claims Ballot (Exhibit C and D-3 to the Confirmation Procedures Motion)		Bank of America / Tempo / Morgan Stanley
Exhibits A, D-9, F, H, I and J to the Confirmation Procedures Motion		Unsecured Creditors Committee
Exhibit 4 (TDP)		Various

PLEASE TAKE NOTICE, that the continued hearing on the Disclosure Statement and solicitation will be held on November 24, 2008 at 1:00 p.m. before the Honorable Judith K.

² Other sections of the documents have been edited to address typos, minor modifications and conforming changes to other documents. These changes are all shown in the black-lines but are not separately outlined in the chart herein.

Fitzgerald, United States Bankruptcy Judge for the District of Delaware, at the United States Bankruptcy Court, Western District of Pennsylvania, 5414 U.S. Steel Tower, 600 Grant Street, Pittsburgh, PA 15219.

Dated: November 21, 2008
Wilmington, Delaware

Respectfully submitted,

KIRKLAND & ELLIS LLP
David M. Bernick, P.C.
Theodore L. Freedman
Janet S. Baer
Craig A. Bruens
Citigroup Center
153 East 53rd Street
New York, NY 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

and


FACHULSKI STANG ZIEHL & JONES LLP
Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy Cairns (Bar No. 4228)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705
(Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession